

J84825

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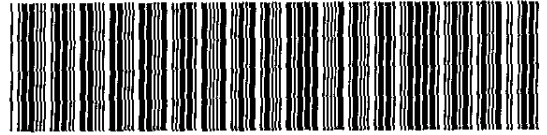
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 24 PM 1:39

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DIVISION OF CORPORATIONS

03 DEC 24 PM 12:50

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 370949 8466A

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 87.50

ORDER DATE : December 22, 2003

ORDER TIME : 12:10 PM

ORDER NO. : 370949-020

ATTNJOEY BRYAN*****

CUSTOMER NO: 8466A

CUSTOMER: H. Samuel Lind, Esq.
Fifth Third Bank
Mail Drop # 10at76
38 Fountain Square Plaza
Cincinnati, OH 45263

*Joey, Client says they have
spoke with you on this*

File 2nd

ARTICLES OF MERGER

FIFTH THIRD BANK, FLORIDA

INTO

FIFTH THIRD BANK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ***NEED 2 CERTIFIED COPIES PLEASE)

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

12/30/03

ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, F.S.

FILED
03 DEC 24 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Fifth Third Bank	Michigan	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Fifth Third Bank, Florida	Florida	J84825

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 30 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 13, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 12, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Fifth Third Bank

Paul L. Reynolds

Paul L. Reynolds, Assistant Secretary

Fifth Third Bank, Florida

Paul L. Reynolds

Paul L. Reynolds, Assistant Secretary

**AGREEMENT OF CONSOLIDATION
AND
PLAN OF MERGER**

THIS AGREEMENT OF CONSOLIDATION AND PLAN OF MERGER (this "Agreement") dated as of August 13, 2003, by and between **FIFTH THIRD BANK**, Grand Rapids, Kent County, Michigan, a Michigan banking corporation ("Consolidated Bank" or "Fifth Third Bank"), and **FIFTH THIRD BANK, FLORIDA**, Naples, Collier County, Florida, a Florida banking corporation ("Fifth Third Florida ") (Fifth Third Bank and Fifth Third Florida being hereinafter sometimes collectively called "the Consolidating Organizations");

WITNESSETH:

WHEREAS, Fifth Third Financial Corporation, an Ohio corporation ("FTFC"), is presently the sole shareholder of both Fifth Third Bank and Fifth Third Florida; and

WHEREAS, the Consolidating Organizations deem it advisable for their benefit, respectively, and for the benefit of their sole shareholder, that Fifth Third Florida consolidate and merge with and into Fifth Third Bank pursuant to this Agreement and the applicable provisions of the Michigan Banking Code of 1999 ("Michigan Banking Code") and the Florida Statutes ("Florida Code").

NOW, THEREFORE, the Consolidating Organizations hereby agree with each other, in accordance with the applicable provisions of the Michigan Banking Code and the Florida Code, that Fifth Third Florida shall consolidate and merge with and into Fifth Third Bank. The terms and conditions of such consolidation (the "Consolidation") and the mode of carrying the Consolidation into effect shall be as follows, subject to the prior receipt of all applicable regulatory approvals under federal, Michigan and Florida law and the expiration of all applicable waiting periods:

ARTICLE I

JURISDICTIONS

Fifth Third Bank is a banking corporation that is incorporated and exists under the Michigan Banking Code. Fifth Third Florida is a banking corporation that is incorporated and exists under the Florida Code.

ARTICLE II

THE CONSOLIDATION

When this Agreement is approved and adopted by the respective boards of directors and shareholders of each of the Consolidating Organizations and is certified by the Commissioner of the Michigan Office of Financial and Insurance Services, and the Consolidation thus becomes effective, Fifth Third Florida shall consolidate and merge with and into Fifth Third Bank and the separate existence of Fifth Third Florida shall cease. Fifth Third Bank, as the Consolidated Bank, shall continue its corporate existence under the Michigan Banking Code under the name "Fifth Third Bank." The Consolidated Bank will maintain its principal place of business at 111 Lyon Street, N.W., Grand Rapids, Michigan 49503.

ARTICLE III

ARTICLES OF INCORPORATION

The existing Articles of Incorporation of Fifth Third Bank shall be the Articles of Incorporation of the Consolidated Bank, until amended in accordance with applicable law and their terms.

ARTICLE IV

DIRECTORS AND OFFICERS

A. The directors of Fifth Third Bank who are in office at the time the Consolidation becomes effective shall be the directors of the Consolidated Bank, subject to the Bylaws of the Consolidated Bank and in accordance with applicable law.

B. The officers of Fifth Third Florida and Fifth Third Bank who are in office at the time the Consolidation becomes effective shall be the officers of the Consolidated Bank, subject to the Bylaws of the Consolidated Bank and in accordance with applicable laws. The President of Fifth Third Bank at the time the Consolidation becomes effective shall be the President of the Consolidated Bank. The Consolidated Bank may, thereafter, appoint or remove any officer at the pleasure of the Board of Directors in accordance with applicable law.

ARTICLE V

BYLAWS

The Bylaws of Fifth Third Bank at the time the Consolidation becomes effective shall be the Bylaws of the Consolidated Bank, until amended in accordance with applicable law and their terms.

ARTICLE VI

SERVICE OF PROCESS

After the effective time of the Consolidation, any service of process, notice, or demand may be served upon either of the Consolidating Organizations and the Consolidated Bank at: Fifth Third Bank, 111 Lyon Street, N. W., Grand Rapids, Michigan 49503.

ARTICLE VII

MODE OF EFFECTUATING CONVERSION OF SHARES

All of the shares of the common stock, Ten Dollars (\$10) par value per share, of Fifth Third Bank that are issued and outstanding immediately prior to the time the Consolidation becomes effective will remain unchanged and will remain outstanding when the Consolidation becomes effective as shares of the common stock, Ten Dollars (\$10) par value per share, of the Consolidated Bank. No additional shares of common stock of Fifth Third Bank will be issued.

Each of the shares of the common stock, One Hundred Dollars (\$100.00) par value per share, of Fifth Third Florida that are issued and outstanding immediately prior to the time the Consolidation becomes effective will, when the Consolidation becomes effective, be canceled and extinguished and the holder of such shares shall receive no shares of the Consolidated Bank nor any other consideration therefor. From and after the time the Consolidation becomes effective, the holder of a certificate or certificates theretofore representing shares of common stock of Fifth Third Florida shall surrender such certificate or certificates to the Consolidated Bank for cancellation.

ARTICLE VIII

VESTING OF PROPERTIES AND OTHER MATTERS

A. At the time the Consolidation becomes effective, the effect shall be as provided by Section 3701, *et seq.*, of the Michigan Banking Code (including without limitation Section 3703) and other applicable provisions of the laws of the State of Michigan. Without limiting the generality of the foregoing, and subject thereto, at the time the Consolidation becomes effective:

1. The corporate existence of each Consolidating Organization shall be merged into and continued in the Consolidated Bank. To the extent authorized by the Michigan Banking Code, the Consolidated Bank possesses all the rights, interests, privileges, powers, and franchises and is subject to all the restrictions, disabilities, liabilities, and duties of each of the Consolidating Organizations. The title to all property, real, personal, and mixed, is transferred to the Consolidated Bank, and shall not revert or be in any way impaired by reason of the Consolidation or the Michigan Banking Code.

2. The Consolidated Bank shall hold and enjoy the same and all rights of property, franchises, and interests, including appointments, designations, and nominations and all other rights and interests as a fiduciary, in the same manner and to the same extent as those rights and interests were held or enjoyed by each Consolidating Organization at the time of the Consolidation. If a Consolidating Organization at the time of the Consolidation was acting under appointment of any court as a fiduciary, the Consolidated Bank shall be subject to removal by a court of competent jurisdiction.

B. From time to time as and when requested by the Consolidated Bank, or by its successors or assigns, the officers and directors of Fifth Third Florida in office at the time the Consolidation becomes effective shall execute and deliver such instruments and shall take or cause to be taken such further or other action as shall be necessary in order to vest or perfect in the Consolidated Bank or to confirm of record or otherwise, title to, and possession of, all the assets, property, interests, rights, privileges, immunities, powers, franchises, and authority of Fifth Third Florida and otherwise to carry out the purposes of this Agreement.

ARTICLE IX

APPROVAL AND ADOPTION BY DIRECTORS AND SHAREHOLDERS;

EFFECTIVE TIME

A. Fifth Third Florida, one of the Consolidating Organizations, represents and warrants that FTFC, the sole shareholder of Fifth Third Florida, as of the date of this Agreement has, by resolution adopted by it, approved this Agreement.

B. Fifth Third Bank, one of the Consolidating Organizations, represents and warrants that FTFC, the sole shareholder of Fifth Third Bank, has, by resolution adopted by it, approved this Agreement.

C. This Agreement shall be filed with, and shall become effective when certified by, the Commissioner of the Michigan Office of Financial and Insurance Services in accordance with Section 3701 of the Michigan Banking Code, as of the close of business on the date requested by the Consolidating Organizations.

ARTICLE X

AMENDMENT; TERMINATION; ASSIGNMENT

A. At any time prior to the time the Consolidation becomes effective, the Consolidating Organizations may, from time to time, amend this Agreement by mutual agreement authorized by their respective Boards of Directors (and whether before or after the sole shareholder of Fifth Third Bank or Fifth Third Florida has approved and adopted this Agreement) to facilitate the performance thereof, to augment the intention of the parties in carrying out the transactions provided for herein, to clarify any ambiguities herein, or to comply with any applicable regulation, order or requirement of any governmental authority.

B. Prior to the time the consolidation becomes effective, this Agreement may be terminated by either of the respective Board of Directors of the Consolidating Organizations.

C. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns but none of the provisions hereof shall inure to the benefit of any other person, firm, or corporation whomsoever. Neither this Agreement nor any of the rights, interests, or obligations hereunder shall be assigned or transferred by operation of law or otherwise by either of the parties hereto without the prior written consent of the other party.

D. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original for all purposes, but such counterparts taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto and at least a majority of their directors have executed this Agreement as of the day and year first above written.

FIFTH THIRD BANK

By: Mary E. Tuuk
Mary E. Tuuk, Senior Vice President
and Secretary

This Agreement is also executed by Mary E. Tuuk on behalf of the following directors of Fifth Third Bank, each of whom was present at the board meeting on August 13, 2003, and by resolution designated her as their duly authorized representative for this purpose: Richard C. Breon, William P. Crawford, Richard M. DeVos, Jr., Erina Hanka, Michael Jandernoa, Kevin T. Kabat, Robert J. King, Jr., Percy A. Pierre, Marilyn J. Schlack, Margaret Sellers Walker.

Mary E. Tuuk
Mary E. Tuuk, as their Representative

FIFTH THIRD BANK, FLORIDA

By: Paul L. Reynolds
Paul L. Reynolds, Assistant Secretary

This Agreement is also executed by Paul L. Reynolds on behalf of the following directors of Fifth Third Bank, Florida, each of whom was present at the board meeting on August 12, 2003, and by resolution designated him as their duly authorized representative for this purpose: Benjamin L. Bethell, Wilma Boyd, Robert L. Ernst, Nancy H. Gunter, James T. Humphrey, Jr., Colleen M. Kvetko, Michael C. Nordberg and G. David Schiering.

Paul L. Reynolds
Paul L. Reynolds, as their Representative

FIFTH THIRD BANK'S OFFICER'S CERTIFICATE

Pursuant to Section 3701 of the Michigan Banking Code, I, Mary E. Tuuk, Senior Vice President and Secretary of Fifth Third Bank, a Michigan banking corporation, do hereby certify that this Agreement of Consolidation has been signed by at least a majority of the directors of this bank or their duly authorized representative. This Agreement of Consolidation was adopted by the unanimous written consent of this bank's sole shareholder dated August 13, 2003, in lieu of a shareholder meeting as permitted under Section 3701(8) of the Banking Code.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of Fifth Third Bank as of August 13, 2003.

Mary E. Tuuk
Mary E. Tuuk, Senior Vice President and Secretary

FIFTH THIRD BANK, FLORIDA'S OFFICER'S CERTIFICATE

Pursuant to Section 3701 of the Michigan Banking Code, I, Paul L. Reynolds, Assistant Secretary of Fifth Third Bank, Florida, a Florida banking corporation, do hereby certify that this Agreement of Consolidation has been signed by at least a majority of the directors of this bank or their duly authorized representative. This Agreement of Consolidation was adopted by the unanimous written consent of this bank's sole shareholder dated August 12, 2003, in lieu of a shareholder meeting as permitted under Section 3701(8) of the Banking Code.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of Fifth Third Bank, Florida, as of August 13, 2003.

Paul L. Reynolds
Paul L. Reynolds, Assistant Secretary

FIFTH THIRD BANK, FLORIDA

By: _____
Paul L. Reynolds, Assistant Secretary

This Agreement is also executed by Paul L. Reynolds on behalf of the following directors of Fifth Third Bank, Florida, each of whom was present at the board meeting on August 12, 2003, and by resolution designated him as their duly authorized representative for this purpose: Benjamin L. Bethell, Wilma Boyd, Robert L. Ernst, Nancy H. Gunter, James T. Humphrey, Jr., Colleen M. Kvetko, Michael C. Nordberg and G. David Schiering.

Paul L. Reynolds, as their Representative

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Pursuant to Section 3701 of the Michigan Banking Code, I, Mary E. Tuuk, Senior Vice President and Secretary of Fifth Third Bank, a Michigan banking corporation, do hereby certify that this Agreement of Consolidation has been signed by at least a majority of the directors of this bank or their duly authorized representative. This Agreement of Consolidation was adopted by the unanimous written consent of this bank's sole shareholder dated August 13, 2003, in lieu of a shareholder meeting as permitted under Section 3701(8) of the Banking Code.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of Fifth Third Bank as of August 13, 2003.

Mary E. Tuuk

Mary E. Tuuk, Senior Vice President and Secretary

FIFTH THIRD BANK, FLORIDA'S OFFICER'S CERTIFICATE

Pursuant to Section 3701 of the Michigan Banking Code, I, Paul L. Reynolds, Assistant Secretary of Fifth Third Bank, Florida, a Florida banking corporation, do hereby certify that this Agreement of Consolidation has been signed by at least a majority of the directors of this bank or their duly authorized representative. This Agreement of Consolidation was adopted by the unanimous written consent of this bank's sole shareholder dated August 12, 2003, in lieu of a shareholder meeting as permitted under Section 3701(8) of the Banking Code.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of Fifth Third Bank, Florida, as of August 13, 2003.

Paul L. Reynolds, Assistant Secretary